

16-10a-1105. Articles of merger or share exchange.

(1) After a plan of merger or share exchange is approved by the shareholders, or adopted by the board of directors if shareholder approval is not required, the surviving or acquiring corporation shall deliver to the division for filing articles of merger or share exchange setting forth:

- (a) the plan of merger or share exchange;
 - (b) if shareholder approval was not required, a statement to that effect;
 - (c) if approval of the shareholders of one or more corporations party to the merger or share exchange was required:
 - (i) the designation and number of outstanding shares, and number of votes entitled to be cast by each voting group entitled to vote separately on the plan as to each corporation; and
 - (ii) either the total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan or the total number of undisputed votes cast for the plan separately by each voting group and a statement that the number of votes cast for the plan by each voting group entitled to vote separately was sufficient for approval by that voting group; and
 - (d) if the merger is being effected pursuant to Section 16-10a-1104:
 - (i) a statement that immediately prior to the merger the parent owned at least 90% of the outstanding shares of each class of the subsidiary; and
 - (ii) the effective date of the merger and a statement that the effective date complies with Subsection 16-10a-1104(5).
- (2) A merger or share exchange takes effect upon the effective date of the articles of merger or share exchange, which may not be prior to the date of filing.

Enacted by Chapter 277, 1992 General Session